

KELLOGG HARRY W JR  
 Form 4  
 April 12, 2019

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**KELLOGG HARRY W JR**

(Last) (First) (Middle)

C/O FINJAN HOLDINGS, INC., 2000 UNIVERSITY AVENUE, SUITE 600

(Street)

EAST PALO ALTO,, CA 94303

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**FINJAN HOLDINGS, INC. [FNJN]**

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**04/10/2019**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)<br>Code V Amount (D) Price                             |   |  |                                   |
| Common Stock                    | 04/10/2019                           |  | M                              | 3,671 A \$ 0  | 50,087  | D  |                                   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

## Edgar Filing: KELLOGG HARRY W JR - Form 4

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Pr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------|

|                        |                     |            |  |   |       |  |                  | Amount or Number of Shares |            |            |              |       |
|------------------------|---------------------|------------|--|---|-------|--|------------------|----------------------------|------------|------------|--------------|-------|
| Restricted Stock Units | \$ 0 <sup>(1)</sup> | 04/10/2019 |  | M | 3,671 | <table style="width: 100%;"> <tr> <td style="width: 50%; text-align: center;">Date Exercisable</td> <td style="width: 50%; text-align: center;">Expiration Date</td> </tr> <tr> <td style="text-align: center;"><u>(2)</u></td> <td style="text-align: center;"><u>(2)</u></td> </tr> </table> | Date Exercisable | Expiration Date            | <u>(2)</u> | <u>(2)</u> | Common Stock | 3,671 |
| Date Exercisable       | Expiration Date     |            |  |   |       |  |                  |                            |            |            |              |       |
| <u>(2)</u>             | <u>(2)</u>          |            |  |   |       |  |                  |                            |            |            |              |       |

### Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| KELLOGG HARRY W JR<br>C/O FINJAN HOLDINGS, INC.,<br>2000 UNIVERSITY AVENUE, SUITE 600<br>EAST PALO ALTO,, CA 94303 | X             |           |         |       |

### Signatures

|  |                     |
|--|---------------------|
| /s/ Philip Hartstein, Attorney-in-Fact for Harry W Kellogg Jr. | 04/12/2019          |
| <small>**Signature of Reporting Person</small>                 | <small>Date</small> |

### Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).  
 Each restricted stock unit ("RSU") granted to the reporting person represents the contingent right to receive one share of common stock of
- (1) Finjan Holdings, Inc. or its equivalent cash value, subject to the terms and conditions of the Finjan Holdings, Inc. 2014 Incentive Compensation Plan.
- (2) The RSUs vested one-third on July 10, 2018 and an additional 8.33% of the RSUs vest every three calendar months following such date. The RSUs will be settled upon vesting.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.